

**The Atchison, Topeka and Santa Fe Railway Company**

RECORDATION NO. *8662-E*



80 East Jackson Boulevard  
Chicago, Illinois 60604

DEC 8 1987 -3 35 PM

December 3, 1987

INTERSTATE COMMERCE COMMISSION

Date ..... DEC... 8, 1987.....

Fee \$ ..... 10.00.....

ICC Washington, D. C.

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series L, Supplement No. 5, dated  
November 1, 1987

Dear Mr. Bayne:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 5, dated as of November 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of January 1, 1977.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 8662.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series L, is described on Exhibit 1.

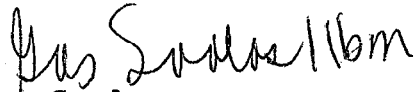
For the convenience of the parties, I have enclosed five (5) additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

DEC 8 3 28 PM '87  
MOTOR OPERATING UNIT  
ICC OFFICE OF  
THE SECRETARY

Mr. James H. Bayne  
December 3, 1987  
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

  
Gus Svolos  
Vice President-Law

JQG/LBM/mj  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Gus Svolos  
80 East Jackson Blvd.  
Chicago, IL 60604

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/8/87 at 3:35PM, and assigned re-recording number(s). 13067-F, 11366-E, 9276-I, 8662-E, 8178-L, 7744-L & 6991-E

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY  
EQUIPMENT TRUST, SERIES L

DEC 8 1987 -3 25 PM

SUPPLEMENT NO. 5, dated as of November 1, 1987, to the  
Equipment Trust Agreement, dated as of January 1, 1977 (the  
"Agreement"), between The Atchison, Topeka and Santa Fe Railway  
Company (the "Company"), a Delaware corporation, and Harris  
Trust and Savings Bank (the "Trustee"), an Illinois  
corporation, whereby The Atchison, Topeka and Santa Fe Railway  
Company Equipment Trust, Series L, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement,  
the Company has from time to time deposited various amounts of  
cash (the "Replacement Funds") with the Trustee, said amounts  
representing the Fair Value (as such term is defined in the  
Agreement) of the railroad equipment included in said Equipment  
Trust (the "Trust Equipment") which had become worn out,  
unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the  
Trustee shall hold the Replacement Funds pending the delivery  
of additional railroad equipment (the "Additional Equipment")  
to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in  
the Deposited Cash account of said Equipment Trust, if any, in  
acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants  
and agreements herein contained, the Parties hereto agree as  
follows:

1. In accordance with Section 3.1 of the Agreement, the  
Company shall cause the following items of new standard gauge  
railroad equipment (the "Additional Equipment") to be  
transferred to the Trustee, and hereby assigns to the Trustee  
all its right, title and interest in the contracts for the  
construction of Additional Equipment:

Quantity	Type	Estimated Cost	
		Per Unit	Total
1	Fully Enclosed Tri-level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder; No. 2344	\$32,675	\$ 32,675

2. In accordance with Sections 4.1 and 4.2 of the  
Agreement, the Additional Equipment is hereby included as part  
of the Trust Equipment, subject to all the terms and conditions  
of the Agreement in all respects, and the Additional Equipment  
is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By W. J. Searcy  
President

ATTEST:

T. M. Gorman  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By R. E. Mason  
Vice President

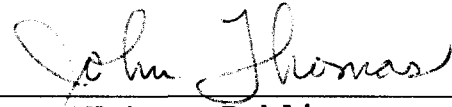
ATTEST:

C. P. Holt  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 30<sup>th</sup> day of November, 1987 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

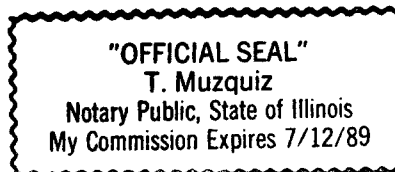
(Notarial Seal)  
My Commission Expires Feb. 3, 1988  
My Commission Expires

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 30<sup>th</sup> day of November, 1987 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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Notary Public

(Notarial Seal)  
My Commission Expires



EQUIPMENT TRUST, SERIES L,  
Dated January 1, 1977

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
264	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295000 to 295263, both inclusive	\$36,500	\$9,636,000
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-182); FMC Corporation, Builder; Nos. 151900 to 152099, both inclusive	\$34,700	\$6,940,000
150	52'6" 70-ton Insulated Box Cars with internal load protecting devices and roller bearing trucks (Class Bx-183); PACCAR, Inc., Builder; Nos. 524850 to 524999, both inclusive	\$47,000	\$7,050,000
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8); International Car Company, Builder; Nos. 999716 to 999731, both inclusive	\$51,073	\$817,168
4	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1925 to 1928, both inclusive	\$35,072	\$140,288
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2040 to 2041, both inclusive	\$35,433	\$70,866
5	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2073 to 2077, both inclusive	\$32,230	\$ 161,160

1	Fully Enclosed Tri-Level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder; No. 2344	\$32,675	<u>\$ 32,675</u>
<hr/>			
642	Total Units		<u>\$24,848,147</u>



EQUIPMENT TRUST, SERIES L,  
Dated January 1, 1977

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
264	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295000 to 295263, both inclusive	\$36,500	\$9,636,000
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-182); FMC Corporation, Builder; Nos. 151900 to 152099, both inclusive	\$34,700	\$6,940,000
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